

19042-A

MEMORANDUM OF INTERIM USER AGREEMENT NOV -3 1994-3 15 PM

As of the 2nd day of November, 1994, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation with offices at 500 Water Street, Jacksonville, Florida 32202 ("Lessee"), and CSX Transportation, Inc., a Virginia corporation with offices at 500 Water Street, Jacksonville, Florida 32202, entered into an Interim User Agreement by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

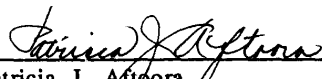
Road Number	Model
<u>at Delivery</u>	
9100-9129	Model AC 4400

As part of the Interim User Agreement, Lessee is permitted to change the Road Numbers on the Locomotives to Road Numbers 1-30, and at any time during the term of the Interim User Agreement, any particular Locomotive could have either of the two following Road Numbers:


Road Number	Revised
<u>at Delivery</u>	<u>Road Number</u>
9100	1
9101	2
9102	3
9103	4
9104	5
9105	6
9106	7
9107	8
9108	9
9109	10
9110	11
9111	12
9112	13
9113	14
9114	15
9115	16
9116	17
9117	18
9118	19
9119	20
9120	21
9121	22
9122	23
9123	24
9124	25
9125	26
9126	27
9127	28
9128	29
9129	30

In witness whereof, the parties have executed this Memorandum of Interim User Agreement the day and year first above written.

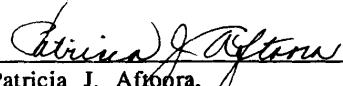
Attest:


Patricia J. Aftoora,
Corporate Secretary

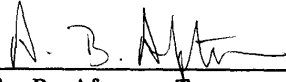
CSX TRANSPORTATION, INC.

By: 
A. B. Aftoora, Treasurer

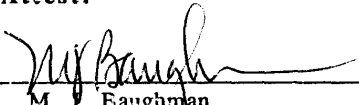
Attest:


Patricia J. Aftoora,
Corporate Secretary

THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY

By: 
A. B. Aftoora, Treasurer

Attest:


M. J. Faughman,
Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 
R. J. Khontz, Acting General, Manager,
Americas' Locomotive
Marketing/Sales/Service

State of Florida }
County of Duval }

On this 1st day of November, 1994, before me personally appeared A. B. Aftoora, to me personally known, who, being by me duly sworn, says that he is Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My Commission expires:

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No. CC131234

State of Florida }
County of Duval }

On this 1st day of November, 1994, before me personally appeared A. B. Aftoora, to me personally known, who, being by me duly sworn, says that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My Commission expires:

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No. CC131234

Commonwealth of Pennsylvania }
County of Erie }

On this 31st day of October, 1994, before me personally appeared R. J. Koontz, to me personally known, who, being by me duly sworn, says that he is Acting General Manager, Americas' Locomotive Marketing/Sales/Service of General Electric Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol A. Wallen
Notary Public

My Commission expires:

Notarial Seal
Carol A. Wallen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994